

**TITLE 29 CORPORATIONS
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Title 29

TURTLE MOUNTAIN TRIBAL CODE OF CORPORATIONS

CHAPTER 1

Tribal Entities

29.0101 Scope.

This provisions of this Chapter Four shall apply to all corporations which are Tribal Entities formed under the laws and sovereign power of the Turtle Mountain Band of Chippewa Indians, whether formed before or after the enactment hereof.

29.0102 Purpose and Construction.

1. The purposes of this Chapter are:
 - a. To encourage commerce by providing limitations of the liability of the Tribe as owner in incorporated enterprises;
 - b. To reform the laws of business corporations by allowing greater flexibility in the organization and operation of corporations;
 - c. To ensure that corporate assets, but not those generally of the Tribe, are available for the satisfaction of valid claims of corporate creditors; and
 - d. To simplify, clarify and modernize the laws applicable to for-profit and non-profit corporations created under the sovereign powers of the Tribe.
2. The provisions of this Chapter shall be liberally construed and applied to promote its underlying purposes and policies.

29.0103 Definitions.

In this Chapter:

1. "For-Profit Corporation" means a corporation of which the income is distributable for the benefit of the membership of the Turtle Mountain Band of Chippewa Indians, and whose assets, upon dissolution, are distributable to the Turtle Mountain Band of Chippewa Indians.

2. "Non-Profit Corporation" means one in which no part of the income of the corporation is distributable to any person by reason of that person's status as a member, director, officer or employee, except for reasonable wages for work performed, and whose assets, upon dissolution, are distributable to the Turtle Mountain Band of Chippewa Indians.
3. "Tribal Entity" includes any entity created and owned by the Tribe for economic or governmental purposes and any entity which is controlled by the Tribal Council. For the purposes of this Chapter an entity shall be deemed to be controlled by the Tribal Council if the majority of its Directors are chosen by the Tribal Council or are required to be council members. Entities governed by this Chapter include, but are not limited to, organizations entitled "authority," "enterprise," "corporation," "agency," "commission," or terms of like import, as deemed necessarily by the Tribal Council shall not be deemed "tribal entities" for the purposes of this Chapter.

29.0104 Status of Tribal Entity.

1. For purposes of taxations, regulatory jurisdiction and civil jurisdiction, a tribal entity created pursuant to the sovereign powers of the Tribe shall be deemed to be a subordinate arm of the government of the Tribe and shall be entitled to all of the privileges and immunities of the Tribes.
2. The Tribal Court shall have jurisdiction to decide all questions with respect to the status of a tribal entity formed pursuant to the sovereign powers of the Tribe.

29.0105 Preexisting Tribal Entities.

A Tribal entity preexisting passage of this Chapter shall continue to exist and to perform its several functions, but will be issued a tribal entity charter pursuant to this Chapter within a reasonable time.

29.0106 Sovereign Immunity Waiver.

Sovereign immunity of the Tribal Entity. A tribal entity is clothed by federal law with all the privileges and immunities of the Tribe, except as specifically limited by the tribal entity Charter, including sovereign immunity from suit in any state, federal or tribal court. Nothing in this Chapter shall be deemed or construed to be a waiver of sovereign immunity of a tribal entity from suit or to be a consent of the tribal entity of the Tribe, to the jurisdiction of the United States or of any state with regard to the business or affairs of the tribal entity or to any cause of action, cause or controversy, except as provided herein.

1. Waiver of Sovereign Immunity of the Tribal Entity. Sovereign immunity of the tribal entity may be waived only by express resolution of the governing body of the tribal entity by joint resolution with the Tribal Council. All waivers of sovereign immunity must be preserved with the resolution of the governing body of the tribal entity of continuing force and effect. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the tribal entity.
2. Waivers of sovereign immunity shall not be general but shall be specific and limited as to duration, grantee, transaction, property or funds, if any, of the tribal entity subject thereto, court having jurisdiction pursuant thereto and law applicable thereunder.

Nothing in a tribal entity charter shall be deemed or construed to be a waiver of sovereign immunity from suit of the Tribe or to be a consent of the Tribe to the jurisdiction of the United States or of any state with regard to the business or affairs of the tribal entity or the Tribe or to any cause of action, case or affairs of the tribal entity or the Tribe or to any cause of action, case or controversy, except as provided herein.

3. Credit of the Tribe. Nothing in a tribal entity charter, nor any activity of any tribal entity, shall implicate or in any way involve the credit of the Tribe.

4. Inclusion in Charter. The provisions of Subsection (1) through (4) of this Section shall be, by operation of law, be included in the charter of each existing tribal entity, and shall be expressly stated in the charter of all tribal entities hereinafter acquired or created.

29.0107 Assets of a Tribal Entity.

A tribal entity shall have only those assets of the Tribe formally assigned to it by the Tribal Council, together with whatever assets it acquires from other sources. No activity of a tribal entity nor any indebtedness incurred by it shall implicate or in any way involve any assets of tribal members or the Tribe not assigned in writing to the tribal entity.

CHAPTER TWO

Creation and Regulation of a Tribal Entity

29.0201 Tribal Entity Charter.

The Chapter for a tribal entity formed under this Chapter shall set forth:

1. The name of the tribal entity.
2. The purposes for which the tribal entity is organized.
3. Provisions for establishment of governing body and determining membership thereof.
4. The powers of the tribal entity.
5. The provisions of 29.0106 above, providing for sovereign immunity and waivers thereof.
6. Provisions directing management of the tribal entity and regulation of its affairs.
7. Provisions designed to insulate the tribal entity from the shifts of policy of tribal politics.

29.0202 Delegation of Essential Governmental Functions to Tribal Entities.

For purposes of allowing a tribal entity to utilize the provisions of the Tribal Governmental Tax Status Act of 1982, as amended, the Tribal Council may delegate one or more essential governmental functions to a tribal entity, provided however, that exercise of any such power shall be subject to review by the Tribal Council.

29.0203 Liability of Members of Governing Body of Tribal Entities.

No member of the governing body of any tribal entity formed pursuant to the sovereign powers of the Tribe shall be liable to any creditor of the tribal entity by reason of his status as such a member, or by reason of acts done in the course of his official duties.

29.0204 Disposition of Assets.

Upon dissolution of a tribal entity its assets shall be distributed at the direction of the Tribal Council, or its designee, as follows:

1. Any property held upon an express condition requiring its return, transfer or other disposition shall be distributed accordingly;
2. Any property or assets required to be distributed or transferred in any manner according to federal law shall be distributed or transferred accordingly;
3. Claims of creditors of the tribal enterprise approved by the Tribal Council shall be paid accordingly; and
4. Remaining assets shall be transferred to another tribal entity, to the Tribe, or distributed or transferred as the Tribal Council otherwise directs.

29.0205 Amendment of Tribal Entity Charter.

Any tribal entity chapter formed under the laws and sovereign power of the Tribe may be amended only by an affirmative vote of three-fourths (3/4) of the then lawfully serving Turtle Mountain Band of Chippewa Indians Tribal Council.